



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)
TSURBMRA, INC.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Tsurbmra, Inc. and Armbrust International Ltd.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Tsurbmra, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: Armbrust International Ltd.

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: N/A

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) upon filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Tsurbmra, Inc.	100	N/A	
Armbrust International Ltd.	100	N/A	

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Tsurbmra, Inc.	100	0	N/A		
Armbrust International Ltd	100	0	N/A		

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is \_\_\_\_\_

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on \_\_\_\_\_

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**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
  
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Tsurbmra, Inc.  
 \_\_\_\_\_  
 Print Entity Name

By: Erwin Pearl \_\_\_\_\_  
 Name of person signing Title of person signing  
CHAIRMAN OF THE BOARD

By: Jul S. Weinstein \_\_\_\_\_  
 Name of person signing Title of person signing  
SEN. VP.

STATE OF NY  
 COUNTY OF NY

In New York, on this 1 day of June 2000, before me personally appeared Erwin Pearl who, being duly sworn, declared that he/she is the Chairman of the Board of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Raymond F. Tornabene  
**RAYMOND F. TORNABENE**  
 NOTARY PUBLIC, STATE  
 OF NEW YORK  
 30-4817127  
**QUALIFIED IN NASSAU COUNTY**  
 COMMISSION EXPIRES  
 MARCH 30, 2001

Armbrust International Ltd.  
 \_\_\_\_\_  
 Print Entity Name

By: Erwin Pearl \_\_\_\_\_  
 Name of person signing Title of person signing  
CHAIRMAN OF THE BOARD

By: Jul S. Weinstein \_\_\_\_\_  
 Name of person signing Title of person signing  
SEN. VP.

STATE OF NY  
 COUNTY OF NY

In New York, on this 1 day of June 2000, before me personally appeared Erwin Pearl who, being duly sworn, declared that he/she is the Chairman of the Board of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public  
 My Commission Expires: \_\_\_\_\_

Raymond F. Tornabene  
**RAYMOND F. TORNABENE**  
 NOTARY PUBLIC, STATE  
 OF NEW YORK  
 30-4817127  
**QUALIFIED IN NASSAU COUNTY**  
 COMMISSION EXPIRES  
 MARCH 30, 2001

## PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER (the "Agreement") is made and approved as of June 30, 2000 by and between Tsurbmra, Inc., a Rhode Island corporation ("Newco"), and Armbrust International Ltd., a Rhode Island corporation ("Armbrust").

WHEREAS, Newco and Armbrust and the respective boards of directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations to merge Armbrust with and into Newco pursuant to the provisions of the Rhode Island Business Corporation Act (the "Act") upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Newco and approved by a resolution adopted by its board of directors and its sole stockholder and being thereunto duly entered into by Armbrust and approved by a resolution adopted by its board of directors and its sole stockholder the Agreement and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Newco and Armbrust shall, pursuant to the provisions of the Act be merged with and into a single corporation, to wit, Newco, which shall be the surviving corporation upon the effective date of the merger and which is sometimes herein-after referred to as the "surviving corporation", and which shall continue to exist as a Rhode Island corporation, pursuant to the provisions of the Act. The separate existence of Armbrust, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Act.
2. The name of Newco shall be amended concurrently with the merger to Armbrust International Ltd.
3. The total number of shares which the surviving corporation is presently authorized to issue is four thousand (4,000) shares, consisting of four thousand (4,000) shares of Common Stock, no par value per share; and the total number of shares which the surviving corporation shall be authorized to issue upon the effective date of the merger shall be the same.
4. The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Act.
5. The bylaws of the surviving corporation as in full force and effect upon the effective date of the merger in the jurisdiction of its organization shall continue to be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.
6. The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall continue to be the members of the board of directors and the officers, as the case may be, of the surviving corporation, all of whom shall

hold their directorships and offices, as the case may be, until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

7. Each issued and outstanding share of common stock of the terminating corporation shall, at the effective time of the merger without further action, be canceled.

8. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the Act, the Board of Directors and officers of the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Rhode Island, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The board of directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

10. The merger herein provided for shall become effective in the State of Rhode Island on the date on which the Rhode Island Secretary of State accepts for filing the Articles of Merger (the "Effective Date").

11. Upon the Effective Date, each of the directors and officers shall resign from his/her position with the terminating corporation, to be effective immediately.


12. The Agreement shall be governed by, and construed in accordance with the laws of the State of Rhode Island.

[The Next Page is the Signature Page]

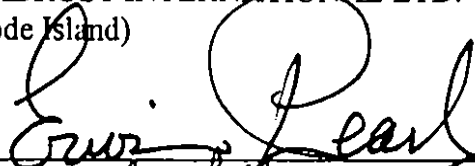
[Signature Page to Plan and Agreement of Merger]

**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement to be executed by its duly authorized representative as of the date first above written.

TSURBMRA, INC.  
(Rhode Island)

By:   
Name: ERWIN PEARL  
Title: CHAIRMAN OF THE BOARD

ARMBRUST INTERNATIONAL LTD.  
(Rhode Island)

By:   
Name: ERWIN PEARL  
Title: CHAIRMAN OF THE BOARD



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration  
DIVISION OF TAXATION  
One Capitol Hill  
Providence, RI 02908-5800

June 21, 2000

TO WHOM IT MAY CONCERN:

**Re: ARMBRUST INTERNATIONAL, LTD.**

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

**A MERGER – CORPORATION IS THE NONSURVIVOR**

Very truly yours,

R. Gary Clark  
Tax Administrator

Edward J. Flanagan, Jr.  
Chief Revenue Agent  
Corporations